

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

SHUFFLE MASTER, INC.

(Registration) _____

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 13, 1995, and before the Nevada Gaming Commission ("Commission") on September 28, 1995, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the applications, as amended and supplemented, of Shuffle Master, Inc. for licensure as an operator of an inter-casino linked system and for an amendment to its Order of Registration have been filed.

2. THAT the Revised Order of Registration, dated July 28, 1994, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT Shuffle Master, Inc. is registered as a publicly traded corporation.

4. THAT Shuffle Master, Inc., dba Shuffle Master Gaming is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Shuffle Master Inc. is licensed as an operator of an inter-casino linked system for the purpose of conducting the game Let it Ride "The Tournament" via an inter-casino linked system, pursuant to NRS 463.160, as amended by Assembly Bill 131, (Chapter 305, Statutes of Nevada 1995, pg. 756), subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Shuffle Master Inc. shall not conduct any game, other than Let it Ride "The Tournament", via an inter-casino linked system, without the prior approval of the Chairman of the Board, or his designee.

7. THAT John Gilmer Breeding and Diane Louise Breeding are each found suitable as controlling stockholders of Shuffle Master, Inc., pursuant to NRS 463.643 and NGC Regulation 16.400.

8. THAT Shuffle Master, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Second Revised Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Shuffle Master, Inc., its subsidiaries and any affiliated entities.

9. THAT, pursuant to NRS 463.625, Shuffle Master, Inc. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

10. THAT Shuffle Master, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16; provided, however, that pursuant to NGC Regulation 16.450, Shuffle Master, Inc. is exempted from the provisions of NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Shuffle Master, Inc.

11. THAT the Commission hereby expressly finds that the exemptions and waiver herein granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Las Vegas, Nevada, on this 28th day of September 1995.